

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**In re** : **Chapter 11 Case No.**  
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**LEHMAN BROTHERS HOLDINGS INC., et al.,** : **08-13555 (JMP)**  
:  
**Debtors.** : **(Jointly Administered)**  
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**SUPPLEMENT TO DECLARATION OF JANE SULLIVAN ON BEHALF OF EPIQ  
BANKRUPTCY SOLUTIONS, LLC, REGARDING VOTING AND TABULATION  
OF BALLOTS CAST ON DEBTORS' THIRD AMENDED JOINT CHAPTER 11  
PLAN OF LEHMAN BROTHERS HOLDINGS INC. AND ITS AFFILIATED DEBTORS**

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I, Jane Sullivan, declare, under penalty of perjury:

1. I am the Executive Vice President, Director of Restructuring Services of Epiq Bankruptcy Solutions, LLC ("Epiq") located at 757 Third Avenue, New York, New York 10017. I am over the age of 18 years. I do not have a direct interest in these chapter 11 cases and should be considered an impartial party.

2. I submit this Supplement to the *Declaration of Jane Sullivan on Behalf of Epiq Bankruptcy Solutions, LLC, Regarding Voting and Tabulation of Ballots Cast on Debtors' Third Amended Joint Chapter 11 Plan Of Lehman Brothers Holdings Inc. and Its Affiliated Debtors*, dated November 29, 2011 [Docket No. 22743] (the "Vote Declaration").<sup>1</sup> Except as otherwise indicated herein, all facts set forth herein are based upon my personal knowledge or my review of relevant documents. I am authorized to submit this Supplement on behalf of Epiq. If I were called upon to testify, I could and would testify competently as to the facts set forth herein.

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Vote Declaration or the *Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and Its Affiliated Debtors*, dated August 31, 2011 [Docket No. 19627] (as amended, supplemented, or modified from time to time, the "Plan").

**Lehman Brothers Holdings Inc. ("LBHI")**

3. In aggregate, 72,881 holders, asserting a total of \$308,063,148,983.53 of claims against LBHI voted on the Plan. Of the total, 69,238 holders, or 95.0%, asserting a total of \$303,500,119,074.58, 98.5% of the total amount, voted to accept the Plan, and 3,643 holders, or 5.0%, asserting a total of \$4,563,029,908.95, 1.5% of the total amount, voted to reject the Plan. As demonstrated on Exhibit B attached to the Vote Declaration, each class of impaired claims against LBHI voted to accept the Plan in accordance with section 1126(c) of the Bankruptcy Code.

**Lehman Brothers Special Financing Inc. ("LBSF")**

4. In aggregate, 1,118 holders, asserting a total of \$54,753,761,262.18 of claims against LBSF voted on the Plan. Of the total, 1,025 holders, or 91.7%, asserting a total of \$54,014,349,759.51, 98.6% of the total amount, voted to accept the Plan, and 93 holders, or 8.3%, asserting a total of \$739,411,502.67, 1.4% of the total amount, voted to reject the Plan. As demonstrated on Exhibit B attached to the Vote Declaration, each class of impaired claims against LBSF voted to accept the Plan in accordance with section 1126(c) of the Bankruptcy Code.

**Lehman Commercial Paper Inc. ("LCPI")**

5. In aggregate, 162 holders, asserting a total of \$33,164,274,337.57 of claims against LCPI voted on the Plan. Of the total, 161 holders, or 99.4%, asserting a total of \$33,158,561,656.37, 99.98% of the total amount, voted to accept the Plan, and 1 holder, or 0.6%, asserting a total of \$5,712,681.20, 0.02% of the total amount, voted to reject the Plan.

6. As demonstrated on Exhibit B attached to the Vote Declaration, each class of LCPI impaired claims that voted accepted the Plan in accordance with section 1126(c) of

the Bankruptcy Code. As to voting classes in which no votes were cast, the Debtors propose that those classes be deemed to accept the Plan. *See* Debtors' Memorandum of Law [Docket No. 22747] § VIII.

**Lehman Brothers Commodity Services Inc. ("LBCS")**

7. In aggregate, 555 holders, asserting a total of \$3,377,931,351.27 of claims against LBCS voted on the Plan. Of the total, 532 holders, or 95.9%, asserting a total of \$3,338,656,687.27, 98.8% of the total amount, voted to accept the Plan, and 23 holders, or 4.1%, asserting a total of \$39,274,664.00, 1.2% of the total amount, voted to reject the Plan. As demonstrated on Exhibit B attached to the Vote Declaration, each class of impaired claims against LBCS voted to accept the Plan in accordance with section 1126(c) of the Bankruptcy Code.

**Lehman Brothers Commercial Corporation ("LBCC")**

8. In aggregate, 119 holders, asserting a total of \$1,926,900,776.53 of claims against LBCC voted on the Plan. Of the total, 118 holders, or 99.2%, asserting a total of \$1,926,900,775.53, 99.9999999% of the total amount, voted to accept the Plan, and 1 holder, or 0.8%, asserting a total of \$1.00, 0.0000001% of the total amount, voted to reject the Plan. As demonstrated on Exhibit B attached to the Vote Declaration, each class of impaired claims against LBCC voted to accept the Plan in accordance with section 1126(c) of the Bankruptcy Code.

**Lehman Brothers OTC Derivatives Inc. ("LOTC")**

9. In aggregate, 72 holders, asserting a total of \$767,272,196.09 of claims against LOTC voted on the Plan. Of the total, 71 holders, or 98.6%, asserting a total of \$765,736,109.62, 99.8% of the total amount, voted to accept the Plan, and 1 holder, or 1.4%,

asserting a total of \$1,536,086.47, 0.2% of the total amount, voted to reject the Plan. As demonstrated on Exhibit B attached to the Vote Declaration, each class of impaired claims against LOTC voted to accept the Plan in accordance with section 1126(c) of the Bankruptcy Code.

**Lehman Brothers Derivative Products Inc. (“LBDP”)**

10. In aggregate, 41 holders, asserting a total of \$229,956,447.72 of claims against LBDP voted on the Plan. Of the total, 41 holders, or 100.0%, asserting a total of \$229,956,447.72, 100.0% of the total amount, voted to accept the Plan, and no holder voted to reject the Plan.

11. As demonstrated on Exhibit B attached to the Vote Declaration, each class of LBDP impaired claims that voted accepted the Plan in accordance with section 1126(c) of the Bankruptcy Code. As to voting classes in which no votes were cast, the Debtors propose that those classes be deemed to accept the Plan. *See* Debtors' Memorandum of Law [Docket No. 22747] § VIII.

**Lehman Brothers Financial Products Inc. (“LBFP”)**

12. In aggregate, 32 holders, asserting a total of \$287,476,405.01 of claims against LBFP voted on the Plan. Of the total, 32 holders, or 100.0%, asserting a total of \$287,476,405.01, 100.0% of the total amount, voted to accept the Plan, and no holder voted to reject the Plan. As demonstrated on Exhibit B attached to the Vote Declaration, each class of impaired claims against LBFP voted to accept the Plan in accordance with section 1126(c) of the Bankruptcy Code.

**Structured Asset Securities Corporation (“SASCO”)**

13. In aggregate, 24 holders, asserting a total of \$650,574,294.27 of claims against SASCO voted on the Plan. Of the total, 24 holders, or 100.0%, asserting a total of \$650,574,294.27, 100.0% of the total amount, voted to accept the Plan, and no holder voted to reject the Plan.

14. As demonstrated on Exhibit B attached to the Vote Declaration, each class of SASCO impaired claims that voted accepted the Plan in accordance with section 1126(c) of the Bankruptcy Code. As to voting classes in which no votes were cast, the Debtors propose that those classes be deemed to accept the Plan. *See* Debtors' Memorandum of Law [Docket No. 22747] § VIII.

**BNC Mortgage LLC (“BNC”)**

15. In aggregate, 34 holders, asserting a total of \$64,568,952.07 of claims against BNC voted on the Plan. Of the total, 27 holders, or 79.4%, asserting a total of \$63,901,271.03, 99.0% of the total amount, voted to accept the Plan, and 7 holders, or 20.6%, asserting a total of \$667,681.04, 1.0% of the total amount, voted to reject the Plan.

16. As demonstrated on Exhibit B attached to the Vote Declaration, each class of BNC impaired claims that voted accepted the Plan in accordance with section 1126(c) of the Bankruptcy Code. As to voting classes in which no votes were cast, the Debtors propose that those classes be deemed to accept the Plan. *See* Debtors' Memorandum of Law [Docket No. 22747] § VIII.

**CES Aviation IX LLC (“CES IX”)**

17. In aggregate, 24 holders, asserting a total of \$71,384,977.50 of claims against CES IX voted on the Plan. Of the total, 24 holders, or 100.0%, asserting a total of

\$71,384,977.50, 100.0% of the total amount, voted to accept the Plan, and no holder voted to reject the Plan.

18. As demonstrated on Exhibit B attached to the Vote Declaration, each class of CES IX impaired claims that voted accepted the Plan in accordance with section 1126(c) of the Bankruptcy Code. As to voting classes in which no votes were cast, the Debtors propose that those classes be deemed to accept the Plan. *See* Debtors' Memorandum of Law [Docket No. 22747] § VIII.

**CES Aviation LLC (“CES”)**

19. In aggregate, 30 holders, asserting a total of \$85,224,979.80 of claims against CES voted on the Plan. Of the total, 30 holders, or 100.0%, asserting a total of \$85,224,979.80, 100.0% of the total amount, voted to accept the Plan, and no holder voted to reject the Plan.

20. As demonstrated on Exhibit B attached to the Vote Declaration, each class of CES impaired claims that voted accepted the Plan in accordance with section 1126(c) of the Bankruptcy Code. As to voting classes in which no votes were cast, the Debtors propose that those classes be deemed to accept the Plan. *See* Debtors' Memorandum of Law [Docket No. 22747] § VIII.

**CES Aviation V LLC (“CES V”)**

21. In aggregate, 23 holders, asserting a total of \$70,313,470.00 of claims against CES V voted on the Plan. Of the total, 23 holders, or 100.0%, asserting a total of \$70,313,470.00, 100.0% of the total amount, voted to accept the Plan, and no holder voted to reject the Plan.

22. As demonstrated on Exhibit B attached to the Vote Declaration, each class of CES V impaired claims that voted accepted the Plan in accordance with section 1126(c) of the Bankruptcy Code. As to voting classes in which no votes were cast, the Debtors propose that those classes be deemed to accept the Plan. *See* Debtors' Memorandum of Law [Docket No. 22747] § VIII.

**East Dover Limited (“East Dover”)**

23. In aggregate, 22 holders, asserting a total of \$68,206,548.54 of claims against East Dover voted on the Plan. Of the total, 22 holders, or 100.0%, asserting a total of \$68,206,548.54, 100.0% of the total amount, voted to accept the Plan, and no holder voted to reject the Plan.

24. As demonstrated on Exhibit B attached to the Vote Declaration, each class of East Dover impaired claims that voted accepted the Plan in accordance with section 1126(c) of the Bankruptcy Code. As to voting classes in which no votes were cast, the Debtors propose that those classes be deemed to accept the Plan. *See* Debtors' Memorandum of Law [Docket No. 22747] § VIII.

**LB 2080 Kalakaua Owners LLC (“LB 2080”)**

25. In aggregate, 28 holders, asserting a total of \$127,188,886.73 of claims against LB 2080 voted on the Plan. Of the total, 28 holders, or 100.0%, asserting a total of \$127,188,886.73, 100.0% of the total amount, voted to accept the Plan, and no holder voted to reject the Plan.

26. As demonstrated on Exhibit B attached to the Vote Declaration, each class of LB 2080 impaired claims that voted accepted the Plan in accordance with section 1126(c) of the Bankruptcy Code. As to voting classes in which no votes were cast, the Debtors

propose that those classes be deemed to accept the Plan. *See* Debtors' Memorandum of Law [Docket No. 22747] § VIII.

**LB 745 LLC (“LB 745”)**

27. In aggregate, 22 holders, asserting a total of \$108,372,732.58 of claims against LB 745 voted on the Plan. Of the total, 22 holders, or 100.0%, asserting a total of \$108,372,732.58, 100.0% of the total amount, voted to accept the Plan, and no holder voted to reject the Plan.

28. As demonstrated on Exhibit B attached to the Vote Declaration, each class of LB 745 impaired claims that voted accepted the Plan in accordance with section 1126(c) of the Bankruptcy Code. As to voting classes in which no votes were cast, the Debtors propose that those classes be deemed to accept the Plan. *See* Debtors' Memorandum of Law [Docket No. 22747] § VIII.

**LB Preferred Somerset LLC (“Preferred Somerset”)**

29. In aggregate, 11 holders, asserting a total of \$9,656,929.29 of claims against Preferred Somerset voted on the Plan. Of the total, 11 holders, or 100.0%, asserting a total of \$9,656,929.29, 100.0% of the total amount, voted to accept the Plan, and no holder voted to reject the Plan.

30. As demonstrated on Exhibit B attached to the Vote Declaration, each class of Preferred Somerset impaired claims that voted accepted the Plan in accordance with section 1126(c) of the Bankruptcy Code. As to voting classes in which no votes were cast, the Debtors propose that those classes be deemed to accept the Plan. *See* Debtors' Memorandum of Law [Docket No. 22747] § VIII.



**LB Rose Ranch LLC (“LB Rose Ranch”)**

31. In aggregate, 32 holders, asserting a total of \$42,190,803.78 of claims against LB Rose Ranch voted on the Plan. Of the total, 32 holders, or 100.0%, asserting a total of \$42,190,803.78, 100.0% of the total amount, voted to accept the Plan, and no holder voted to reject the Plan.

32. As demonstrated on Exhibit B attached to the Vote Declaration, each class of LB Rose Ranch impaired claims that voted accepted the Plan in accordance with section 1126(c) of the Bankruptcy Code. As to voting classes in which no votes were cast, the Debtors propose that those classes be deemed to accept the Plan. *See Debtors' Memorandum of Law* [Docket No. 22747] § VIII.

**LB Somerset LLC (“Somerset”)**

33. In aggregate, 12 holders, asserting a total of \$7,467,943.45 of claims against Somerset voted on the Plan. Of the total, 12 holders, or 100.0%, asserting a total of \$7,467,943.45, 100.0% of the total amount, voted to accept the Plan, and no holder voted to reject the Plan.

34. As demonstrated on Exhibit B attached to the Vote Declaration, each class of Somerset impaired claims that voted accepted the Plan in accordance with section 1126(c) of the Bankruptcy Code. As to voting classes in which no votes were cast, the Debtors propose that those classes be deemed to accept the Plan. *See Debtors' Memorandum of Law* [Docket No. 22747] § VIII.

**Lehman Scottish Finance L.P. (“LS Finance”)**

35. In aggregate, 21 holders, asserting a total of \$62,294,554.12 of claims against LS Finance voted on the Plan. Of the total, 21 holders, or 100.0%, asserting a total of

\$62,294,554.12, 100.0% of the total amount, voted to accept the Plan, and no holder voted to reject the Plan.

36. As demonstrated on Exhibit B attached to the Vote Declaration, each class of LS Finance impaired claims that voted accepted the Plan in accordance with section 1126(c) of the Bankruptcy Code. As to voting classes in which no votes were cast, the Debtors propose that those classes be deemed to accept the Plan. *See Debtors' Memorandum of Law* [Docket No. 22747] § VIII.

**Luxembourg Residential Properties Loan Finance S.a.r.l. (“LUXCO”)**

37. In aggregate, 22 holders, asserting a total of \$675,983,786.24 of claims against LUXCO voted on the Plan. Of the total, 22 holders, or 100.0%, asserting a total of \$675,983,786.24, 100.0% of the total amount, voted to accept the Plan, and no holder voted to reject the Plan.

38. As demonstrated on Exhibit B attached to the Vote Declaration, each class of LUXCO impaired claims that voted accepted the Plan in accordance with section 1126(c) of the Bankruptcy Code. As to voting classes in which no votes were cast, the Debtors propose that those classes be deemed to accept the Plan. *See Debtors' Memorandum of Law* [Docket No. 22747] § VIII.

**Merit LLC (“Merit”)**

39. In aggregate, 13 holders, asserting a total of \$323,920,268.22 of claims against Merit voted on the Plan. Of the total, 13 holders, or 100.0%, asserting a total of \$323,920,268.22, 100.0% of the total amount, voted to accept the Plan, and no holder voted to reject the Plan.

40. As demonstrated on Exhibit B attached to the Vote Declaration, each class of Merit impaired claims that voted accepted the Plan in accordance with section 1126(c) of the Bankruptcy Code. As to voting classes in which no votes were cast, the Debtors propose that those classes be deemed to accept the Plan. *See* Debtors' Memorandum of Law [Docket No. 22747] § VIII.

**PAMI Statler Arms LLC ("PAMI Statler")**

41. In aggregate, 24 holders, asserting a total of \$70,890,637.73 of claims against PAMI Statler voted on the Plan. Of the total, 24 holders, or 100.0%, asserting a total of \$70,890,637.73, 100.0% of the total amount, voted to accept the Plan, and no holder voted to reject the Plan.

42. As demonstrated on Exhibit B attached to the Vote Declaration, each class of PAMI Statler impaired claims that voted accepted the Plan in accordance with section 1126(c) of the Bankruptcy Code. As to voting classes in which no votes were cast, the Debtors propose that those classes be deemed to accept the Plan. *See* Debtors' Memorandum of Law [Docket No. 22747] § VIII.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

DATED: December 5, 2011  
New York, New York



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Jane Sullivan  
Executive Vice President  
Director of Restructuring Services  
Epiq Bankruptcy Solutions, LLC